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RECORDATION NO. 18408-G FILED

September 22, 2004

SEP 22 '04 11:45 PM

Matthew H. Kaiser  
202-585-6912

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I am the attorney for U.S. Bank National Association, one of the parties described below. I have enclosed two originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Notice of Succession of Trusteeship, a secondary document, dated August 27, 2004. The primary document to which this document is connected is recorded under Recordation No. 18408.

The names and addresses of the parties to the document are as follows:

Indenture Trustee: State Street Bank and Trust Company of Connecticut,  
National Association  
Goodwin Square  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, CT 06103  
Attn: Corporate Trust Administration

Successor Indenture Trustee: U.S. Bank National Association  
Goodwin Square  
225 Asylum Street, 23<sup>rd</sup> Floor  
Hartford, CT 06103  
Attn: Corporate Trust Administration

A fee of \$30 is enclosed. Please cross-index this transaction as applicable. Please return a file-stamped original to me at the address on this letterhead.

There is no change in the equipment covered by the documents. A short summary of the document to appear in the index follows:

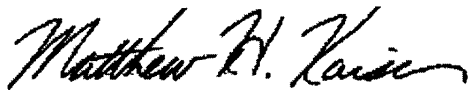
Secretary Williams  
September 22, 2004  
Page 2

Notice of Succession of Trusteeship, with Recordation No. 18408, dated August 27,  
2004, between State Street Bank and Trust Company of Connecticut, National  
Association and U.S. Bank National Association.

Thank you for your attention to this matter.

Very truly yours,

Thompson Coburn LLP

A handwritten signature in cursive script, reading "Matthew H. Kaiser".

By  
Matthew H. Kaiser

Enclosures



Corporate Trust Services  
PO Box 960778  
Boston, MA 02196-0778

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SURFACE TRANSPORTATION BOARD

August 27, 2004

Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423

Re: Notice of Change of Indenture Trustee  
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Dear Secretary Williams:

Notice is hereby given that on January 1, 2003, State Street Bank and Trust Company sold its trust business to U.S. Bank National Association.

State Street Bank and Trust Company acts as indenture trustee in several rolling stock transactions where certain of the financing instruments are filed with the Surface Transportation Board. Please amend your records with respect to the following recordation number to reflect the change of indenture trustee to U.S. Bank National Association.

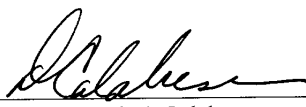
RECORDATION NUMBER: 18408

INDENTURE TRUSTEE: State Street Bank and Trust Company of  
Connecticut, National Association

SUCCESSOR INDENTURE TRUSTEE: U.S. Bank National Association

Thank you for your assistance.

U.S. BANK NATIONAL ASSOCIATION

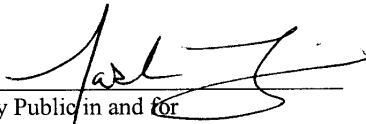
By:   
Name: Dennis J. Calabrese  
Title: Senior Vice President

August 27, 2004  
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ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS §  
§  
COUNTY OF SUFFOLK §

On this 27th day of August, 2004, before me personally appeared Dennis J. Calabrese, to me personally known, who being by me duly sworn, says that he is an authorized signatory of U.S. Bank National Association, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

  
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Notary Public in and for  
the Commonwealth of Massachusetts  
Joshua W. Tripi  
Notary Public  
My commission expires  
February 7, 2008